

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ESPIRITU SANTO HOLDINGS, LP,

Petitioner,

-against-

LIBERO PARTNERS, LP,

and

ESPIRITU SANTO TECHNOLOGIES, LLC


Respondents.

Civil Action No. 19-cv-03930

DECLARATION OF RODRIGO NÚÑEZ-SARRAPY

I, Rodrigo Núñez-Sarrapy, hereby declare, under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am the Non-Member Secretary of the Board of Managers of Servicios Digitales Lusad, S. de R.L. de C.V. ("**Lusad**") appointed pursuant to the Unanimous Written Resolution adopted by the members of Lusad dated December 6, 2017. *See Exhibit 1* (true and correct copy of Unanimous Written Resolution dated December 6, 2017). In such capacity, I have personal knowledge of the facts and circumstances set forth in this Declaration, and as to those statements for which I do not have personal knowledge, I make my declaration on information and belief after a good faith investigation. I submit this declaration in my capacity as Non-Member Secretary of the Board of Managers of Lusad in further support of Respondents' opposition to ES Holdings' Emergency Motion for Preliminary Injunction and Temporary Restraining Order In Aid of Arbitration.



2. Lusad is a limited partnership (*Sociedad de Responsabilidad Limitada de Capital Variable*) organized and existing under the laws of Mexico. Lusad is owned 99.99% by L1bre Holding, LLC (“**L1bre Holding**”) and 0.01% by L1bre, LLC (“**L1bre**”). See **Exhibit 2** (true and correct copy of articles of incorporation of Lusad). Lusad was awarded and is the owner of a concession to supply taximeters in Mexico City.

3. Servicios Administrativos Lusad, S. de R.L. de C.V. (“**SAL**”) is a limited partnership (*Sociedad de Responsabilidad Limitada de Capital Variable*) organized and existing under the laws of Mexico. SAL is owned 99.99% by Lusad and 0.01% by L1bre Holding. See **Exhibit 3** (true and correct copy of articles of incorporation of SAL).

4. Lusad Servicios, S. de R.L. de C.V. (“**Lusad Servicios**”) is a limited partnership (*Sociedad de Responsabilidad Limitada de Capital Variable*) organized and existing under the laws of Mexico. Lusad Servicios is owned 99.99% by Lusad and 0.01% by L1bre Holding. See **Exhibit 4** (true and correct copy of articles of incorporation of Lusad Servicios).

5. L1bre Nuevo León, S. de R.L. de C.V. (“**L1bre Nuevo León**”) is a limited partnership (*Sociedad de Responsabilidad Limitada de Capital Variable*) organized and existing under the laws of Mexico, incorporated on January 31, 2019, in Public Deed No. 14,420 before Mr. Rodolfo Ramos Menchaca, Notary Public No. 117 of the City of Guadalajara, Mexico. L1bre Nuevo León is owned 99.99% by Lusad and 0.01% by SAL. See **Exhibit 5** (true and correct copy of articles of incorporation of L1bre Nuevo León). L1bre Nuevo León was incorporated on January 31, 2019 for the purpose of bidding for the taximeter concession in Monterrey and its metropolitan area, which is the capital of the state of Nuevo León. The incorporation of L1bre Nuevo León and its participation on the Monterrey bidding process were unanimously approved at a Board of Managers Meeting of Lusad held on December 14, 2018, at

which all of the members of the Board of Managers (Mr. Santiago León, Eduardo Zayas, Fabio Covarrubias and Julio Belmont) were present. See **Exhibit 6** (true and correct copy of Resolutions adopted at December 14, 2018 Board of Managers Meeting).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on May 10, 2019



Rodrigo Núñez-Sarrapy